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SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'hare Centre  
6250 River Rd, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

February 1, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 13, 2011 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Scotwood Industries, Inc.  
1280 Metcalf Avenue  
Overland Park, KS 66213

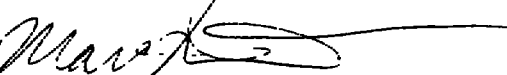
A description of the railroad equipment covered by the enclosed document is for ten (10) tank cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Documentation Specialist

Enclosure

(SCIN002)

ASSGN. NO.: SCIN002

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## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13<sup>th</sup> day of October, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Scotwood Industries, Inc. ("Lessee"), a Kansas corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 13, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

RICHARD F. SEYMOUR

Name: VICE PRESIDENT SALES & MARKETING

Title: \_\_\_\_\_

By: Janice EnolvaName: Janice EnolvaTitle: Manager of DocumentationExecuted on this 13<sup>th</sup> day of October, 2011.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13<sup>th</sup> day of October, 2011.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



LESSEE:

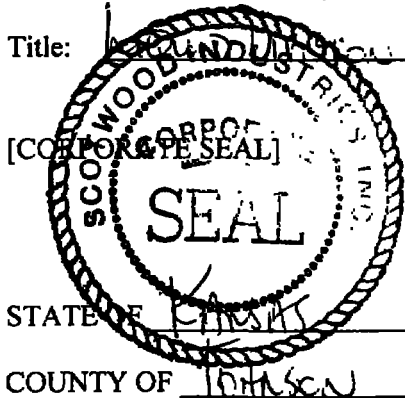
SCOTWOOD INDUSTRIES, INC.

ATTEST:

By: Leslie Rupell  
Name: LESIE RUPELL  
Title: Notary Public

By: Michelle Nations  
Name: Michelle Nations  
Title: Rail Manager

Executed on this 30<sup>th</sup> day of September, 2011.



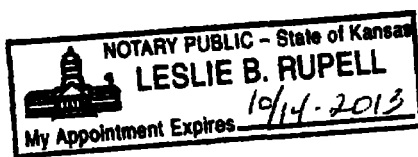
I, Leslie B. Rupell, a Notary Public of the County and State aforesaid, certify that Michelle Nations personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30<sup>th</sup> day of September, 2011.

Leslie B. Rupell  
Notary Public

Commission Expires:

10/14-2013  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Ten (10)

DESCRIPTION OF CARS:   18,500/21,999 gallon, non-insulated, interior coiled,  
1973-1980 year built, tank cars (T105).

CAR NUMBERS:           \*\*1 Car destroyed

FURX	120006
FURX	120007
FURX	120047
FURX	120066
FURX	120068
FURX	120072
FURX	120075
FURX	120076
FURX	120081